



QUARTERLY STATEMENT  
AS OF June 30, 2009  
OF THE CONDITION AND AFFAIRS OF THE  
HealthPlus of Michigan, Inc.

NAIC Group Code	3409 (Current Period)	3409 (Prior Period)	NAIC Company Code	95580	Employer's ID Number	38-2160688
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[ ] Dental Service Corporation[ ] Other[ ]		Property/Casualty[ ] Vision Service Corporation[ ] Is HMO Federally Qualified? Yes[X] No[ ] N/A[ ]		Hospital, Medical & Dental Service or Indemnity[ ] Health Maintenance Organization[X]	
Incorporated/Organized	08/09/1977		Commenced Business	10/15/1979		
Statutory Home Office	2050 South Linden Road (Street and Number)		Flint, MI 48532 (City, or Town, State and Zip Code)			
Main Administrative Office			2050 South Linden Road (Street and Number)		Flint, MI 48532 (City or Town, State and Zip Code)	
					(800)332-9161 (Area Code) (Telephone Number)	
Mail Address	2050 South Linden Road, P.O. Box 1700 (Street and Number or P.O. Box)		Flint, MI 48501-1700 (City, or Town, State and Zip Code)			
Primary Location of Books and Records			2050 South Linden Road (Street and Number)		Flint, MI 48532 (City, or Town, State and Zip Code)	
					(800)332-9161 (Area Code) (Telephone Number)	
Internet Web Site Address	www.healthplus.org					
Statutory Statement Contact	Matthew Andrew Mendrygal, C.P.A. (Name)		(810)230-2179 (Area Code)(Telephone Number)(Extension)			
	mmendryg@healthplus.com (E-Mail Address)		(810)733-8966 (Fax Number)			

OFFICERS

Name	Title
Bruce Roberts Hill	President
Matthew Andrew Mendrygal C.P.A.	Chief Financial Officer
James Joseph Wascha Esq.	Treasurer

OTHERS

Dan Ellis Champney Esq., Vice President - Human Resources/General Counsel  
Christine Marie Tomcala, Vice President - Gov't Programs/Member Services  
Nancy Susan Jenkins, Vice President - Sales/Product Development  
Laraine Bernadette Yapo, Vice President - Health Care Services  
Richard Sidney Frank MD, MHSA, Vice President - Chief Medical Officer  
Dona Marie Kyle RN, BSN, Vice President - Medical Management

DIRECTORS OR TRUSTEES

Jack Louis Barry MD  
Harold Leslie Mallon DDS  
Peggy Joyce Tortorice  
James Michael Van Tiflin  
Christopher John Flores  
Larry Leigh Carr DO  
Miles Conrad Owens  
Duane Edward Zuckschwerdt  
Vernon Lee Burns  
Gerald Edward Piesko DO  
James Joseph Wascha Esq.  
Stephanie Lynn Whisiker-Lewis DO  
Patrick Allen Campbell  
Roger LaVerne Sharp  
Amy Diane Farmer  
Steven Craig Worden #

State of Michigan  
County of Genesee ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature) Bruce Roberts Hill (Printed Name) 1. President (Title)	(Signature) Matthew Andrew Mendrygal (Printed Name) 2. Chief Financial Officer (Title)	(Signature) James Joseph Wascha, Esq. (Printed Name) 3. Treasurer (Title)
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Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 2009  
a. Is this an original filing?  
b. If no, 1. State the amendment number  
2. Date filed  
3. Number of pages attached  
Yes[X] No[ ]  
0  
0

(Notary Public Signature)

ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
1.	Bonds .....	2,897,625	0	2,897,625	3,041,712
2.	Stocks:				
2.1	Preferred stocks .....	0	0	0	0
2.2	Common stocks .....	23,377,564	0	23,377,564	20,973,238
3.	Mortgage loans on real estate:				
3.1	First liens .....	0	0	0	0
3.2	Other than first liens .....	0	0	0	0
4.	Real estate:				
4.1	Properties occupied by the company (less \$.....0 encumbrances) .....	5,191,895	0	5,191,895	5,368,632
4.2	Properties held for the production of income (less \$.....0 encumbrances) .....	0	0	0	0
4.3	Properties held for sale (less \$.....0 encumbrances) .....	0	0	0	0
5.	Cash (\$.....1,985,305), cash equivalents (\$.....0) and short-term investments (\$.....94,474,646) .....	96,459,951	0	96,459,951	109,166,131
6.	Contract loans (including \$.....0 premium notes) .....	0	0	0	0
7.	Other invested assets .....	19,006,991	0	19,006,991	10,796,613
8.	Receivables for securities .....	0	0	0	0
9.	Aggregate write-ins for invested assets .....	0	0	0	0
10.	Subtotals, cash and invested assets (Lines 1 to 9) .....	146,934,026	0	146,934,026	149,346,326
11.	Title plants less \$.....0 charged off (for Title insurers only) .....	0	0	0	0
12.	Investment income due and accrued .....	76,312	0	76,312	214,419
13.	Premiums and considerations:				
13.1	Uncollected premiums and agents' balances in the course of collection .....	4,979,861	0	4,979,861	2,582,522
13.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums) .....	0	0	0	0
13.3	Accrued retrospective premiums .....	0	0	0	0
14.	Reinsurance:				
14.1	Amounts recoverable from reinsurers .....	416,894	0	416,894	416,894
14.2	Funds held by or deposited with reinsured companies .....	0	0	0	0
14.3	Other amounts receivable under reinsurance contracts .....	0	0	0	0
15.	Amounts receivable relating to uninsured plans .....	0	0	0	0
16.1	Current federal and foreign income tax recoverable and interest thereon .....	0	0	0	0
16.2	Net deferred tax asset .....	0	0	0	0
17.	Guaranty funds receivable or on deposit .....	0	0	0	0
18.	Electronic data processing equipment and software .....	3,571,777	2,517,885	1,053,892	1,133,219
19.	Furniture and equipment, including health care delivery assets (\$.....0) .....	596,693	596,693	0	0
20.	Net adjustments in assets and liabilities due to foreign exchange rates .....	0	0	0	0
21.	Receivables from parent, subsidiaries and affiliates .....	332,970	0	332,970	367,614
22.	Health care (\$.....4,926,499) and other amounts receivable .....	4,953,465	0	4,953,465	3,579,454
23.	Aggregate write-ins for other than invested assets .....	1,599,388	1,599,388	0	0
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23) .....	163,461,386	4,713,966	158,747,420	157,640,448
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0	0
26.	Total (Lines 24 and 25) .....	163,461,386	4,713,966	158,747,420	157,640,448
DETAILS OF WRITE-INS					
0901.	.....	0	0	0	0
0902.	.....	0	0	0	0
0903.	.....	0	0	0	0
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	0	0	0	0
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above) .....	0	0	0	0
2301.	Prepaid Expenses .....	1,599,388	1,599,388	0	0
2302.	.....	0	0	0	0
2303.	.....	0	0	0	0
2398.	Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....	1,599,388	1,599,388	0	0

**LIABILITIES, CAPITAL AND SURPLUS**

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.....0 reinsurance ceded) .....	55,091,281	0	55,091,281	43,454,501
2.	Accrued medical incentive pool and bonus amounts .....	9,854,916	0	9,854,916	21,447,054
3.	Unpaid claims adjustment expenses .....	866,350	0	866,350	1,051,297
4.	Aggregate health policy reserves .....	0	0	0	0
5.	Aggregate life policy reserves .....	0	0	0	0
6.	Property/casualty unearned premium reserve .....	0	0	0	0
7.	Aggregate health claim reserves .....	0	0	0	0
8.	Premiums received in advance .....	1,543,259	0	1,543,259	2,165,638
9.	General expenses due or accrued .....	5,961,111	0	5,961,111	7,241,090
10.1	Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)) .....	0	0	0	0
10.2	Net deferred tax liability .....	0	0	0	0
11.	Ceded reinsurance premiums payable .....	0	0	0	0
12.	Amounts withheld or retained for the account of others .....	46,694	0	46,694	53,139
13.	Remittances and items not allocated .....	0	0	0	0
14.	Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current) .....	0	0	0	0
15.	Amounts due to parent, subsidiaries and affiliates .....	42,896	0	42,896	92,341
16.	Payable for securities .....	0	0	0	0
17.	Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers) .....	0	0	0	0
18.	Reinsurance in unauthorized companies .....	0	0	0	0
19.	Net adjustments in assets and liabilities due to foreign exchange rates .....	0	0	0	0
20.	Liability for amounts held under uninsured plans .....	0	0	0	0
21.	Aggregate write-ins for other liabilities (including \$.....18,764 current) .....	18,764	0	18,764	17,249
22.	Total liabilities (Lines 1 to 21) .....	73,425,271	0	73,425,271	75,522,309
23.	Aggregate write-ins for special surplus funds .....	X X X	X X X	0	0
24.	Common capital stock .....	X X X	X X X	0	0
25.	Preferred capital stock .....	X X X	X X X	0	0
26.	Gross paid in and contributed surplus .....	X X X	X X X	170,511	170,511
27.	Surplus notes .....	X X X	X X X	0	0
28.	Aggregate write-ins for other than special surplus funds .....	X X X	X X X	0	0
29.	Unassigned funds (surplus) .....	X X X	X X X	85,151,638	81,947,628
30.	Less treasury stock, at cost:				
30.1	.....0 shares common (value included in Line 24 \$.....0) .....	X X X	X X X	0	0
30.2	.....0 shares preferred (value included in Line 25 \$.....0) .....	X X X	X X X	0	0
31.	Total capital and surplus (Lines 23 to 29 minus Line 30) .....	X X X	X X X	85,322,149	82,118,139
32.	Total Liabilities, capital and surplus (Lines 22 and 31) .....	X X X	X X X	158,747,420	157,640,448
<b>DETAILS OF WRITE-INS</b>					
2101.	Other Current Liabilities .....	18,764	0	18,764	17,249
2102.	.....	0	0	0	0
2103.	.....	0	0	0	0
2198.	Summary of remaining write-ins for Line 21 from overflow page .....	0	0	0	0
2199.	TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above) .....	18,764	0	18,764	17,249
2301.	.....	X X X	X X X	0	0
2302.	.....	X X X	X X X	0	0
2303.	.....	X X X	X X X	0	0
2398.	Summary of remaining write-ins for Line 23 from overflow page .....	X X X	X X X	0	0
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....	X X X	X X X	0	0
2801.	.....	X X X	X X X	0	0
2802.	.....	X X X	X X X	0	0
2803.	.....	X X X	X X X	0	0
2898.	Summary of remaining write-ins for Line 28 from overflow page .....	X X X	X X X	0	0
2899.	TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 above) .....	X X X	X X X	0	0

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date
		1 Uncovered	2 Total	3 Total
				Prior Year Ended December 31
				4 Total
1.	Member Months .....	X X X .....	476,560	522,216
2.	Net premium income (including \$.....0 non-health premium income) .....	X X X .....	214,730,885	207,848,987
3.	Change in unearned premium reserves and reserves for rate credits .....	X X X .....	0	0
4.	Fee-for-service (net of \$.....0 medical expenses) .....	X X X .....	0	0
5.	Risk revenue .....	X X X .....	0	0
6.	Aggregate write-ins for other health care related revenues .....	X X X .....	0	0
7.	Aggregate write-ins for other non-health revenues .....	X X X .....	0	0
8.	Total revenues (Lines 2 to 7) .....	X X X .....	214,730,885	207,848,987
<b>Hospital and Medical:</b>				
9.	Hospital/medical benefits .....	0	137,693,668	122,927,397
10.	Other professional services .....	0	0	0
11.	Outside referrals .....	0	0	0
12.	Emergency room and out-of-area .....	0	6,662,902	6,454,165
13.	Prescription drugs .....	0	37,707,959	40,888,145
14.	Aggregate write-ins for other hospital and medical .....	0	1,790	385
15.	Incentive pool, withhold adjustments and bonus amounts .....	0	9,837,498	11,704,857
16.	Subtotal (Lines 9 to 15) .....	0	191,903,817	181,974,949
<b>Less:</b>				
17.	Net reinsurance recoveries .....	0	0	0
18.	Total hospital and medical (Lines 16 minus 17) .....	0	191,903,817	181,974,949
19.	Non-health claims (net) .....	0	0	0
20.	Claims adjustment expenses, including \$.....3,478,845 cost containment expenses .....	0	5,295,169	6,907,971
21.	General administrative expenses .....	0	15,369,042	14,558,871
22.	Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only) .....	0	0	0
23.	Total underwriting deductions (Lines 18 through 22) .....	0	212,568,028	203,441,791
24.	Net underwriting gain or (loss) (Lines 8 minus 23) .....	X X X .....	2,162,857	4,407,196
25.	Net investment income earned .....	0	593,413	1,957,971
26.	Net realized capital gains (losses) less capital gains tax of \$.....0 .....	0	(65,350)	0
27.	Net investment gains or (losses) (Lines 25 plus 26) .....	0	528,063	1,957,971
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)] .....	0	0	0
29.	Aggregate write-ins for other income or expenses .....	0	2,275	5,855
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	X X X .....	2,693,195	6,371,022
31.	Federal and foreign income taxes incurred .....	X X X .....	0	0
32.	Net income (loss) (Lines 30 minus 31) .....	X X X .....	2,693,195	6,371,022
<b>DETAILS OF WRITE-INS</b>				
0601.	.....	X X X .....	0	0
0602.	.....	X X X .....	0	0
0603.	.....	X X X .....	0	0
0698.	Summary of remaining write-ins for Line 6 from overflow page .....	X X X .....	0	0
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	X X X .....	0	0
0701.	.....	X X X .....	0	0
0702.	.....	X X X .....	0	0
0703.	.....	X X X .....	0	0
0798.	Summary of remaining write-ins for Line 7 from overflow page .....	X X X .....	0	0
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	X X X .....	0	0
1401.	Other Medical Expense .....	0	1,790	385
1402.	.....	0	0	0
1403.	.....	0	0	0
1498.	Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above) .....	0	1,790	385
2901.	Other Revenue .....	0	2,275	5,855
2902.	Gain/(loss) on Fixed Asset Disposal .....	0	0	0
2903.	.....	0	0	0
2998.	Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	2,275	5,855

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>				
33.	Capital and surplus prior reporting year .....	82,118,139	76,008,209	76,008,209
34.	Net income or (loss) from Line 32 .....	2,693,195	6,371,022	15,693,416
35.	Change in valuation basis of aggregate policy and claim reserves .....	0	0	0
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$.....0 .....	772,506	(2,413,605)	(9,847,462)
37.	Change in net unrealized foreign exchange capital gain or (loss) .....	0	0	0
38.	Change in net deferred income tax .....	0	0	0
39.	Change in nonadmitted assets .....	(261,691)	(75,843)	62,476
40.	Change in unauthorized reinsurance .....	0	0	0
41.	Change in treasury stock .....	0	0	0
42.	Change in surplus notes .....	0	0	0
43.	Cumulative effect of changes in accounting principles .....	0	0	0
44.	Capital Changes:			
44.1	Paid in .....	0	0	0
44.2	Transferred from surplus (Stock Dividend) .....	0	0	0
44.3	Transferred to surplus .....	0	0	0
45.	Surplus adjustments:			
45.1	Paid in .....	0	0	0
45.2	Transferred to capital (Stock Dividend) .....	0	0	0
45.3	Transferred from capital .....	0	0	0
46.	Dividends to stockholders .....	0	0	0
47.	Aggregate write-ins for gains or (losses) in surplus .....	0	0	201,500
48.	Net change in capital and surplus (Lines 34 to 47) .....	3,204,010	3,881,574	6,109,930
49.	Capital and surplus end of reporting period (Line 33 plus 48) .....	85,322,149	79,889,783	82,118,139
<b>DETAILS OF WRITE-INS</b>				
4701.	Change in Post-retirement Benefits Liability .....	0	0	201,500
4702.	.....	0	0	0
4703.	.....	0	0	0
4798.	Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) .....	0	0	201,500

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations			
1.	Premiums collected net of reinsurance .....	211,711,167	412,944,572
2.	Net investment income .....	731,853	3,747,623
3.	Miscellaneous income .....	0	0
4.	Total (Lines 1 to 3) .....	212,443,020	416,692,195
5.	Benefit and loss related payments .....	193,241,614	366,911,499
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0
7.	Commissions, expenses paid and aggregate write-ins for deductions .....	21,451,575	41,707,357
8.	Dividends paid to policyholders .....	0	0
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses) .....	0	0
10.	Total (Lines 5 through 9) .....	214,693,189	408,618,856
11.	Net cash from operations (Line 4 minus Line 10) .....	(2,250,169)	8,073,339
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds .....	286,500	700,000
12.2	Stocks .....	412,279	368,953
12.3	Mortgage loans .....	0	0
12.4	Real estate .....	0	0
12.5	Other invested assets .....	0	0
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0
12.7	Miscellaneous proceeds .....	0	0
12.8	Total investment proceeds (Lines 12.1 to 12.7) .....	698,779	1,068,953
13.	Cost of investments acquired (long-term only):		
13.1	Bonds .....	208,096	500,353
13.2	Stocks .....	3,254,477	8,570,456
13.3	Mortgage loans .....	0	0
13.4	Real estate .....	186,999	369,542
13.5	Other invested assets .....	7,000,000	4,000,000
13.6	Miscellaneous applications .....	0	0
13.7	Total investments acquired (Lines 13.1 to 13.6) .....	10,649,572	13,440,351
14.	Net increase (or decrease) in contract loans and premium notes .....	0	0
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14) .....	(9,950,793)	(12,371,398)
Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes .....	0	0
16.2	Capital and paid in surplus, less treasury stock .....	0	0
16.3	Borrowed funds .....	0	0
16.4	Net deposits on deposit-type contracts and other insurance liabilities .....	0	0
16.5	Dividends to stockholders .....	0	0
16.6	Other cash provided (applied) .....	(505,218)	(1,031)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6) .....	(505,218)	(1,031)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(12,706,180)	(4,299,089)
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year .....	109,166,131	113,465,220
19.2	End of period (Line 18 plus Line 19.1) .....	96,459,951	109,166,131

Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

Description		Amount 1	Amount 2
20.0001	.....	0	0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year .....	86,233	495	80,155	0	0	0	2,086	3,497	0	0
2. First Quarter .....	80,029	884	66,640	0	0	0	2,147	10,358	0	0
3. Second Quarter .....	78,545	857	64,355	0	0	0	2,152	11,181	0	0
4. Third Quarter .....	0	0	0	0	0	0	0	0	0	0
5. Current Year .....	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months .....	476,560	5,079	410,282	0	0	0	12,996	48,203	0	0
Total Member Ambulatory Encounters for Period:										
7. Physician .....	168,231	335	144,966	0	0	0	3,767	19,163	0	0
8. Non-Physician .....	332,729	687	272,009	0	0	0	7,049	52,984	0	0
9. Total .....	500,960	1,022	416,975	0	0	0	10,816	72,147	0	0
10. Hospital Patient Days Incurred .....	21,424	79	14,282	0	0	0	395	6,668	0	0
11. Number of Inpatient Admissions .....	4,649	10	3,285	0	0	0	93	1,261	0	0
12. Health Premiums Written (a) .....	214,941,166	1,056,074	154,972,760	0	0	0	4,241,152	54,671,180	0	0
13. Life Premiums Direct .....	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written .....	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned .....	214,941,166	1,056,074	154,972,760	0	0	0	4,241,152	54,671,180	0	0
16. Property/Casualty Premiums Earned .....	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services .....	194,271,278	1,865,107	151,684,986	0	0	0	3,750,869	36,970,316	0	0
18. Amount Incurred for Provision of Health Care Services .....	191,903,817	1,727,449	139,911,067	0	0	0	4,052,509	46,212,792	0	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.54,671,180.

**CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**

Aging Analysis of Unpaid Claims						
1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid .....	0	0	0	0	0	0
0299999 Aggregate Accounts Not Individually Listed - Uncovered ....	0	0	0	0	0	0
0399999 Aggregate Accounts Not Individually Listed - Covered .....	15,911,719	2,513,028	1,808,650	56,296	113,055	20,402,748
0499999 Subtotals .....	15,911,719	2,513,028	1,808,650	56,296	113,055	20,402,748
0599999 Unreported claims and other claim reserves .....						32,116,281
0699999 Total Amounts Withheld .....						2,572,252
0799999 Total Claims Unpaid .....						55,091,281
0899999 Accrued Medical Incentive Pool And Bonus Amounts .....						9,854,916



**UNDERWRITING AND INVESTMENT EXHIBIT**

**ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE**

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5	6
		1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec.31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical) .....	32,652,306	103,149,114	4,021,732	32,640,226	36,674,038	35,831,380
2.	Medicare Supplement .....	0	0	0	0	0	0
3.	Dental only .....	0	0	0	0	0	0
4.	Vision only .....	0	0	0	0	0	0
5.	Federal Employees Health Benefits Plan .....	900,897	2,849,972	458,045	1,167,425	1,358,942	1,323,831
6.	Title XVIII - Medicare .....	5,343,792	30,109,573	683,900	16,119,953	6,027,692	6,299,290
7.	Title XIX - Medicaid .....	0	0	0	0	0	0
8.	Other health .....	0	0	0	0	0	0
9.	Health subtotal (Lines 1 to 8) .....	38,896,995	136,108,659	5,163,677	49,927,604	44,060,672	43,454,501
10.	Healthcare receivables (a) .....	1,487,656	676,361	2,124,767	2,801,737	3,612,423	2,514,402
11.	Other non-health .....	0	0	0	0	0	0
12.	Medical incentive pools and bonus amounts .....	20,755,894	673,747	2,806,718	7,048,198	23,562,612	21,447,054
13.	Totals .....	58,165,233	136,106,045	5,845,628	54,174,065	64,010,861	62,387,153

(a) Excludes \$.....0 loans or advances to providers not yet expensed.

## Notes to Financial Statement

### 1. Significant Accounting Policies

#### A. Basis of Presentation

The accompanying financial statements of HealthPlus of Michigan, Inc. (the Company) have been prepared in conformity with the 2009 NAIC Quarterly Statement Instructions and the NAIC Accounting Practices and Procedures Manual as of March 2009, to the extent that the accounting practices, procedures, and reporting standards are not modified by the Michigan Insurance Code or the 2008 Forms and Instructions for Required Filings in Michigan.

#### B. Management Estimates

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

#### C. Accounting Policy

Premium revenue is recognized in the month that members are entitled to health care services. The liability for incurred medical and hospital claims is accrued in the period during which the services are provided and includes estimates of services performed, which have not been reported to the Company.

The Company reports the value of its home office building at depreciated cost on Schedule A - Part 1. The fair value reported on Schedule A - Part 1 is based on a market analysis prepared for the Company by Mr. Winfield Cooper, President, Cooper Commercial, dated May 31, 2002.

In addition, the company uses the following accounting policies:

- 1) Short Term Investments are stated at amortized cost.
- 2) Bonds not backed by other loans are principally stated at amortized cost using the Seriatim Method.
- 3) Common Stocks are reported at market value.
- 4) The Company has no Preferred Stocks to report.
- 5) The Company has no mortgage loans to report.
- 6) Loan Backed Securities are stated at amortized cost. The Scientific Prospective method of amortization is applied.
- 7) The Company carries its investment in HealthPlus Partners, Inc. and HealthPlus Insurance Company at Statutory Equity, and its investment in HealthPlus Options, Inc. at audited GAAP equity.
- 8) The Company has no ownership interests in joint ventures or limited liability companies.
- 9) The Company has no derivatives to report.
- 10) The Company has not calculated any premium deficiency reserves.
- 11) Unpaid claims include amounts determined from individual case estimates and amounts based on past experiences, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability are continually reviewed and any adjustments are reflected in the period determined.
- 12) The Company has not modified its capitalization policy from the prior period.
- 13) Estimated pharmaceutical rebate receivables are based primarily on historical trends.

## **Notes to Financial Statement**

### **2. Accounting Changes and Corrections of Errors**

Subsequent to the filing of the 2008 Annual Statement, revisions were made to the amounts reported. These adjustments are included in the amounts reported in the current year and the effect of these revisions on surplus was \$0. Revisions were made to the reported estimates of Incurred but Not Reported (IBNR) claims. Claims unpaid was reduced by \$2,646,000, accrued medical incentive pool was increased by \$808,000, health care receivables were reduced by \$1,030,000, and hospital and medical expense was reduced by \$808,000. Additionally, adjustments were made as a result of the detection of an error in the amounts reported on the 2008 Annual Statement of the Company's Affiliate, HealthPlus Partners, Inc. and revisions to the IBNR amounts reported for both HealthPlus Partners, Inc. and HealthPlus Insurance Company. Administration expense increased \$147,233, the receivable from parent, subsidiaries and affiliates decreased \$154,874 and the amounts due to parent, subsidiaries and affiliates decreased \$7,641. The value of the Company's affiliated investments was reduced by \$660,767 and the change in unrealized capital gains and losses increased by (\$660,767).

### **3. Business Combinations and Goodwill**

None.

### **4. Discontinued Operations**

None.

### **5. Investments – Mortgage Loans, Debt Restructuring, Reverse Mortgages, Loan-Backed Securities, Repurchase Agreements**

The Company does not have any mortgage loans, debt restructuring, reverse mortgages or repurchase agreements to report.

The Company's Loan-Backed Securities are reported at amortized cost. The Scientific Prospective method of amortization is applied. A PSA (Public Securities Association) rate of 100 is used to determine prepayment assumptions.

The Company has no impairment losses on real estate to report and does not engage in retail land sales.

### **6. Joint Ventures, Partnerships and Limited Liability Companies**

None.

### **7. Investment Income**

The Company does not exclude any investment income due and accrued.

### **8. Derivative Instruments**

None.

### **9. Income Taxes**

The Company is exempt from Federal income tax under Internal Revenue Code Section 501(c)(4). The Company is also exempt from Michigan Single Business Tax.

### **10. Information Concerning Parent, Subsidiaries and Affiliates**

HealthPlus Options, Inc. (HPO) is a wholly owned subsidiary of the Company. HPO began operations in 1990 as a third party administrator. The Company provides administrative services to HPO, and HPO pays the Company a monthly management fee for these services. Those fees amounted to \$2,307,522 as of the Quarter Ended June 30, 2009. The Company

**Notes to Financial Statement**

reports its investment in HPO at audited GAAP equity, which amounted to \$570,904 as of June 30, 2009 and is reported on page 2, line 7.

HealthPlus Partners, Inc. (HPP) is a wholly-owned not-for-profit subsidiary of HealthPlus of Michigan, Inc. HPP is a state licensed Health Maintenance Organization serving Medicaid members in the greater Flint and Saginaw regions and began operations on January 1, 2003. The Company reports its investment in HPP at statutory equity, which amounted to \$18,436,087 as of June 30, 2009, and is reported on page 2, line 7. The Company has entered into agreements with HPP for the provision of administrative services. These services amounted to \$8,280,043 as of the Quarter Ended June 30, 2009.

HealthPlus Insurance Company (HPI) is a wholly-owned for-profit subsidiary of HealthPlus of Michigan, Inc. HPI is a state licensed Insurance Company and began operations January 1, 2007 offering a PPO product. The Company reports its investment in HPI at statutory equity, which amounted to \$12,289,273 as of the Quarter Ended June 30, 2009, and is reported as an affiliated stock investment on Page 2, line 2.2. The Company has entered into agreements with HPI for the provision of administrative services. These services amounted to \$446,328 as of June 30, 2009.

**11. Debt**

The Company has no Capital Notes or Other Debts to report.

**12. Retirement Plan**

A defined contribution plan is provided to substantially all employees of the Company. The Company contributes 7% of participating employees' annual compensation into the benefit plan. Company contributions were \$831,443 as of the Quarter Ended June 30, 2009.

The Company also has a retiree health insurance program. To be eligible, the participant must have retired from active employment, attained the age of 62 and have 15 years of full-time service. The Company currently funds the cost of these benefits as they are incurred. There have been no material changes, as of the Quarter Ended June 30, 2009, in the disclosures on the 2008 Annual Statement for this program.

**13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations**

The Company has no Shareholder's Dividend Restrictions or Quasi-Reorganizations to report.

The portion of unassigned funds (surplus) represented or reduced by each item below is as follows:

- a. change in unrealized gains and losses:       \$   772,506
- b. change in nonadmitted asset values:         \$   (261,691)

Unrealized gains and losses consist of the following:

Unrealized gains/(losses) on Equity Investments - unaffiliated	\$   171,105
Unrealized gains/(losses) on Equity Investments – affiliated	(608,977)
Unrealized gains/(losses) on HealthPlus Partners	1,293,883
Unrealized gains/(losses) on HealthPlus Options	<u>(83,505)</u>
	<u>\$   772,506</u>

**14. Contingencies**

In the normal course of business, HealthPlus of Michigan is a party to certain legal matters. Management is of the opinion that resolution of these matters will not have a material effect on the Company's financial position or results of operations.

**Notes to Financial Statement**

15. Leases

There were no material changes in operating lease agreements as reported on the 2008 Annual Statement as of the Quarter Ended June 30, 2009. Total rental expense for all operating leases for the period was \$193,498.

16. Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk.

None.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

None.

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

None.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

None.

20. Other Items

The Company has no extraordinary items or other disclosures to report.

21. Events Subsequent

There were no events subsequent to the close of the books or accounts for this statement which may have a material effect on the financial condition of the Company.

22. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

- (1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the Company?  
Yes ( )      No (x)
- (2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?  
Yes ( )      No (x)

Section 2 – Ceded Reinsurance Report – Part A

- (1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credit?  
Yes (x)      No ( )
- a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation of the reporting entity to the reinsurer, and for which such obligation is not

**Notes to Financial Statement**

presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate.  
\$ 0.

- b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability for these agreements in this statement?  
\$ 0.

- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?  
Yes ( )                      No (x)

**Section 3 – Ceded Reinsurance – Part B**

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate.  
\$ 0.
- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?  
Yes ( )                      No (x)

**(3) Uncollectible Reinsurance**

None.

**C.      Commutation of Ceded Reinsurance**

None.

**23. Retrospectively Rated Contracts and Contracts Subject to Redetermination**

None

**24. Change in Incurred Claims and Claim Adjustment Expenses**

Reserves for incurred claims attributable to insured events of prior years has been decreased by \$770,249, net of risk sharing, as of the Quarter Ended June 30, 2009 as a result of re-estimation of unpaid claims. This decrease is the result of ongoing analysis and original estimates are increased or decreased as additional information becomes known.

**25. Intercompany Pooling Arrangements**

None.

**26. Structured Settlements**

Not applicable

**Notes to Financial Statement**

**27 Health Care Receivables**

**(a) Pharmaceutical Rebate Receivables**

Pharmaceutical rebate receivables consist of actual amounts billed for the previous quarter, based on actual prescriptions filled, and estimates of rebates for the current quarter. Estimated rebates are based primarily on historical trends.

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Invoiced/ Confirmed	Actual rebates Collected Within 90 Days of Invoicing/ Confirmation	Actual Rebates Collected Within 91 to 180 Days of Invoicing/ Confirmation	Actual Rebates Collected More Than 180 Days After Invoicing/ Confirmation
06/30/2009	1,079,000	0	0	0	0
03/31/2009	478,072	1,052,735	574,663	0	0
12/31/2008	28,911	1,027,683	883,085	115,687	0
09/30/2008	0	950,936	897,522	53,414	0
06/30/2008	0	898,583	815,253	83,330	0
03/31/2008	0	836,839	759,790	77,049	0
12/31/2007	0	998,153	882,669	115,484	0
09/30/2007	0	941,943	790,867	151,076	0
06/30/2007	0	942,143	880,986	61,157	0
03/31/2007	0	981,759	857,759	124,000	0
12/31/2006	0	1,103,850	852,285	251,565	0
09/30/2006	0	1,312,462	863,175	449,287	0
06/30/2006	0	1,362,547	1,140,405	222,142	0
03/31/2006	0	1,374,157	1,182,451	191,706	0

**(b) Risk Sharing Receivables**

The Company has agreements, which provide the basis of payments to different provider groups for the delivery of health care services. The groups include hospitals, physician hospital organizations, and physicians. The agreements include provisions for the sharing of surplus or deficits calculated by the comparison of total expense to funding reported for the Company's members served by the physicians affiliated with each contracting provider group. The funding levels are primarily based on a percentage of the premium, which the Company receives for providing health insurance coverage to employer groups. Certain of these providers have entered into separate agreements with affiliated hospitals to share any surplus or deficit associated with services to physician members.

The following table details risk sharing receivables recorded in accordance with the provisions of the aforementioned agreements.

Calendar Year	Evaluation Period Year Ending	Risk Sharing Receivable as Estimated And Reported in the Prior Year	Risk Sharing Receivable as Estimated And Reported in the Current Year	Risk Sharing Receivable Invoiced	Risk Sharing Receivable Not Invoiced	Actual Risk Sharing Amounts Collected in Year Invoiced	Actual Risk Sharing Amounts Collected First Year Subsequent	Actual Risk Sharing Amounts Collected Second Year Subsequent	Actual Risk Sharing Amounts Collected – All Other
2009	2009	0	2,090,630	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0	0
2008	2008	0	1,249,893	0	1,249,893	0	0	0	0
	2009	0	0	0	0	0	0	0	0
2007	2007	0	1,127,389	1,127,389	0	1,127,389	0	0	0
	2008	0	0	0	0	0	0	0	0
2006	2006	0	942,152	942,152	0	942,152	0	0	0
	2007	0	0	0	0	0	0	0	0

**Notes to Financial Statement**

28. Participating Policies

None.

29. Premium Deficiency Reserves

None.

30. Salvage and Subrogation

The Company has not specifically identified any anticipated salvage and subrogation amounts in its calculation of loss reserves.



GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES  
GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[ ] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state?

Yes[ ] No[ ] N/A[X]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[X] No[ ]
- 2.2 If yes, date of change:

04/30/2009
3. Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes[ ] No[X]
- If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[ ] No[X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes[ ] No[X] N/A[ ]
- If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2006
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2006
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/30/2008
- 6.4 By what department or departments?

Department of Energy, Labor and Economic Growth, Office of Financial & Insurance Regulation, Office of Financial Evaluation
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes[ ] No[ ] N/A[X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?

Yes[ ] No[ ] N/A[X]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes[ ] No[X]
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[ ] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[ ] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC
		Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?

Yes[X] No[ ]
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended?

Yes[ ] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?

Yes[ ] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes[X] No[ ]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$ 0

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes[ ] No[X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$ 0
13. Amount of real estate and mortgages held in short-term investments:

\$ 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes[X] No[ ]

**GENERAL INTERROGATORIES (Continued)**

**INVESTMENT**

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds .....	0	0
14.22 Preferred Stock .....	0	0
14.23 Common Stock .....	10,898,250	12,289,273
14.24 Short-Term Investments .....	0	0
14.25 Mortgages Loans on Real Estate .....	0	0
14.26 All Other .....	10,796,613	19,006,991
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) .....	21,694,863	31,296,264
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	0	0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?  
15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?  
If no, attach a description with this statement.

Yes[ ] No[X]  
Yes[ ] No[ ] N/A[X]

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?  
16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

Yes[X] No[ ]

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Asset Management .....	611 Woodward Avenue, Detroit, MI, 48226 .....
Citizens Bank Wealth Management .....	328 South Saginaw Street, Flint, MI, 48502 .....

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....	.....	.....

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?  
16.4 If yes, give full and complete information relating thereto:

Yes[ ] No[X]

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....	.....	.....	.....

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
104234 .....	JP Morgan Asset Management .....	611 Woodward Avenue, Detroit, MI, 48226 .....
111223 .....	Citizens Bank Wealth Management .....	328 South Saginaw Street, Flint, MI, 48502 .....

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?  
17.2 If no, list exceptions:

Yes[X] No[ ]

**SCHEDULE S - CEDED REINSURANCE**  
**Showing All New Reinsurance Treaties - Current Year to Date**

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
<b>Accident and Health - Non-affiliates</b>						
22667 .....	95-2371728 .....	01/01/2009 .....	ACE AMER INS CO .....	Philadelphia, PA .....	SSL/A/I .....	Yes[X] No[ ] .....

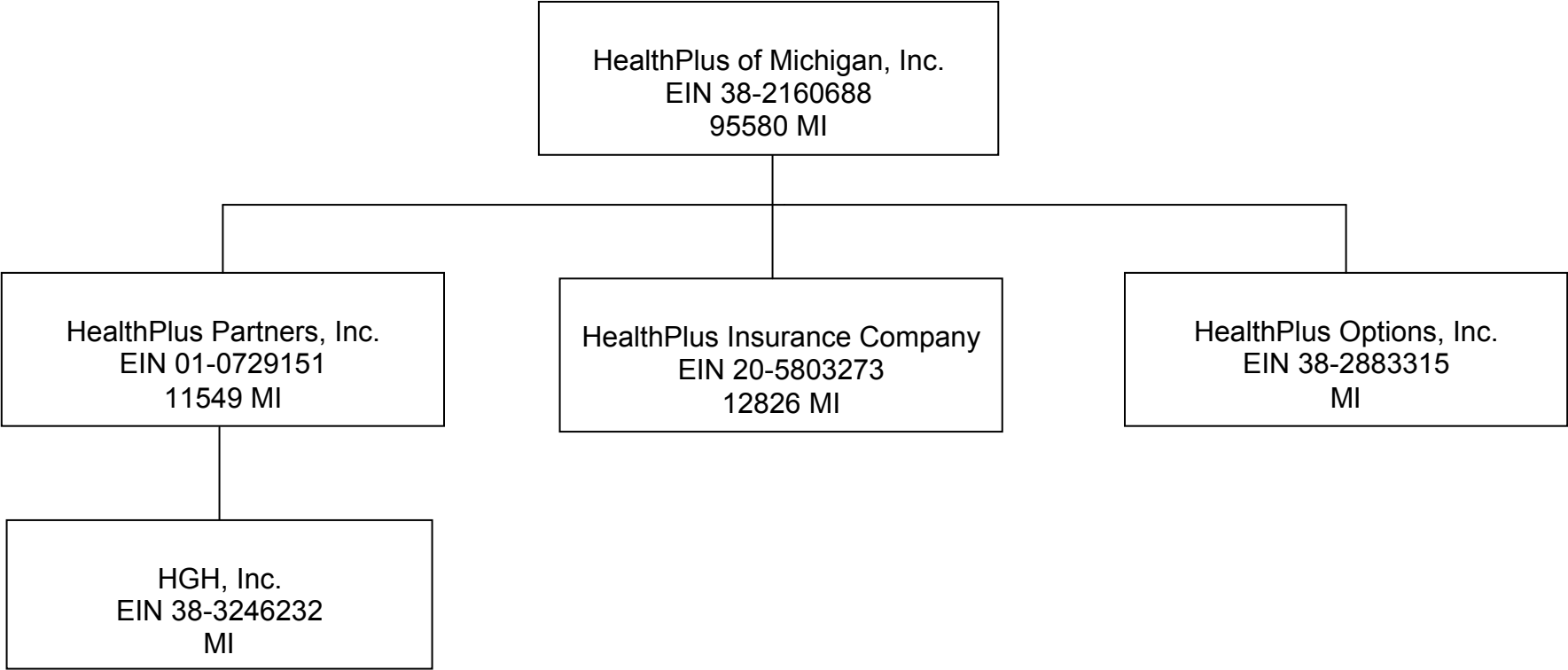
**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

**Current Year to Date - Allocated by States and Territories**

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL) .....	N	0	0	0	0	0	0	0	0
2.	Alaska (AK) .....	N	0	0	0	0	0	0	0	0
3.	Arizona (AZ) .....	N	0	0	0	0	0	0	0	0
4.	Arkansas (AR) .....	N	0	0	0	0	0	0	0	0
5.	California (CA) .....	N	0	0	0	0	0	0	0	0
6.	Colorado (CO) .....	N	0	0	0	0	0	0	0	0
7.	Connecticut (CT) .....	N	0	0	0	0	0	0	0	0
8.	Delaware (DE) .....	N	0	0	0	0	0	0	0	0
9.	District of Columbia (DC) .....	N	0	0	0	0	0	0	0	0
10.	Florida (FL) .....	N	0	0	0	0	0	0	0	0
11.	Georgia (GA) .....	N	0	0	0	0	0	0	0	0
12.	Hawaii (HI) .....	N	0	0	0	0	0	0	0	0
13.	Idaho (ID) .....	N	0	0	0	0	0	0	0	0
14.	Illinois (IL) .....	N	0	0	0	0	0	0	0	0
15.	Indiana (IN) .....	N	0	0	0	0	0	0	0	0
16.	Iowa (IA) .....	N	0	0	0	0	0	0	0	0
17.	Kansas (KS) .....	N	0	0	0	0	0	0	0	0
18.	Kentucky (KY) .....	N	0	0	0	0	0	0	0	0
19.	Louisiana (LA) .....	N	0	0	0	0	0	0	0	0
20.	Maine (ME) .....	N	0	0	0	0	0	0	0	0
21.	Maryland (MD) .....	N	0	0	0	0	0	0	0	0
22.	Massachusetts (MA) .....	N	0	0	0	0	0	0	0	0
23.	Michigan (MI) .....	L	156,028,834	54,671,180	0	4,241,152	0	0	214,941,166	0
24.	Minnesota (MN) .....	N	0	0	0	0	0	0	0	0
25.	Mississippi (MS) .....	N	0	0	0	0	0	0	0	0
26.	Missouri (MO) .....	N	0	0	0	0	0	0	0	0
27.	Montana (MT) .....	N	0	0	0	0	0	0	0	0
28.	Nebraska (NE) .....	N	0	0	0	0	0	0	0	0
29.	Nevada (NV) .....	N	0	0	0	0	0	0	0	0
30.	New Hampshire (NH) .....	N	0	0	0	0	0	0	0	0
31.	New Jersey (NJ) .....	N	0	0	0	0	0	0	0	0
32.	New Mexico (NM) .....	N	0	0	0	0	0	0	0	0
33.	New York (NY) .....	N	0	0	0	0	0	0	0	0
34.	North Carolina (NC) .....	N	0	0	0	0	0	0	0	0
35.	North Dakota (ND) .....	N	0	0	0	0	0	0	0	0
36.	Ohio (OH) .....	N	0	0	0	0	0	0	0	0
37.	Oklahoma (OK) .....	N	0	0	0	0	0	0	0	0
38.	Oregon (OR) .....	N	0	0	0	0	0	0	0	0
39.	Pennsylvania (PA) .....	N	0	0	0	0	0	0	0	0
40.	Rhode Island (RI) .....	N	0	0	0	0	0	0	0	0
41.	South Carolina (SC) .....	N	0	0	0	0	0	0	0	0
42.	South Dakota (SD) .....	N	0	0	0	0	0	0	0	0
43.	Tennessee (TN) .....	N	0	0	0	0	0	0	0	0
44.	Texas (TX) .....	N	0	0	0	0	0	0	0	0
45.	Utah (UT) .....	N	0	0	0	0	0	0	0	0
46.	Vermont (VT) .....	N	0	0	0	0	0	0	0	0
47.	Virginia (VA) .....	N	0	0	0	0	0	0	0	0
48.	Washington (WA) .....	N	0	0	0	0	0	0	0	0
49.	West Virginia (WV) .....	N	0	0	0	0	0	0	0	0
50.	Wisconsin (WI) .....	N	0	0	0	0	0	0	0	0
51.	Wyoming (WY) .....	N	0	0	0	0	0	0	0	0
52.	American Samoa (AS) .....	N	0	0	0	0	0	0	0	0
53.	Guam (GU) .....	N	0	0	0	0	0	0	0	0
54.	Puerto Rico (PR) .....	N	0	0	0	0	0	0	0	0
55.	U.S. Virgin Islands (VI) .....	N	0	0	0	0	0	0	0	0
56.	Northern Mariana Islands (MP) .....	N	0	0	0	0	0	0	0	0
57.	Canada (CN) .....	N	0	0	0	0	0	0	0	0
58.	Aggregate other alien (OT) .....	X X X	0	0	0	0	0	0	0	0
59.	Subtotal .....	X X X	156,028,834	54,671,180	0	4,241,152	0	0	214,941,166	0
60.	Reporting entity contributions for Employee Benefit Plans .....	X X X	0	0	0	0	0	0	0	0
61.	Total (Direct Business) .....	(a)..... 1	156,028,834	54,671,180	0	4,241,152	0	0	214,941,166	0
DETAILS OF WRITE-INS										
5801.	.....	X X X	0	0	0	0	0	0	0	0
5802.	.....	X X X	0	0	0	0	0	0	0	0
5803.	.....	X X X	0	0	0	0	0	0	0	0
5898.	Summary of remaining write-ins for Line 58 from overflow page .....	X X X	0	0	0	0	0	0	0	0
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above) .....	X X X	0	0	0	0	0	0	0	0

(a) Insert the number of L responses except for Canada and Other Alien.

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER**  
**MEMBERS OF A HOLDING COMPANY GROUP**  
**PART 1 - ORGANIZATIONAL CHART**



33.33% ownership. Under dissolution.

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	RESPONSE
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



**OVERFLOW PAGE FOR WRITE-INS**

STATEMENT AS OF **June 30, 2009** OF THE **HealthPlus of Michigan, Inc.**

**SCHEDULE A - VERIFICATION**

Real Estate		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	5,368,632	5,676,004
2. Cost of acquired		
2.1 Actual cost at time of acquisition .....	0	0
2.2 Additional investment made after acquisition .....	186,999	369,542
3. Current year change in encumbrances .....	0	0
4. Total gain (loss) on disposals .....	0	0
5. Deduct amounts received on disposals .....	0	0
6. Total foreign exchange change in book/adjusted carrying value .....	0	0
7. Deduct current year's other than temporary impairment recognized .....	0	0
8. Deduct current year's depreciation .....	363,736	676,914
9. Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8 ) .....	5,191,895	5,368,632
10. Deduct total nonadmitted amounts .....	0	0
11. Statement value at end of current period (Line 9 minus Line 10) .....	5,191,895	5,368,632

**SCHEDULE B - VERIFICATION**

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....	0	0
2.2 Additional investment made after acquisition .....	0	0
3. Capitalized deferred interest and other .....	0	0
4. Accrual of discount .....	0	0
5. Unrealized valuation increase (decrease) .....	0	0
6. Total gain (loss) on disposals .....	0	0
7. Deduct amounts received on disposals .....	0	0
8. Deduct amortization of premium and mortgage interest paid .....	0	0
9. Total foreign exchange change in book value/recorded investment .....	0	0
10. Deduct current year's other than temporary impairment recognized .....	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10) .....	0	0
12. Total valuation allowance .....	0	0
13. Subtotal (Line 11 plus Line 12) .....	0	0
14. Deduct total nonadmitted amounts .....	0	0
15. Statement value at end of current period (Line 13 minus Line 14) .....	0	0

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

	1	2
Description	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	10,796,613	10,094,116
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....	0	0
2.2 Additional investment made after acquisition .....	7,000,000	4,000,000
3. Capitalized deferred interest and other .....	0	0
4. Accrual of discount .....	0	0
5. Unrealized valuation increase (decrease) .....	1,210,378	(3,297,503)
6. Total gain (loss) on disposals .....	0	0
7. Deduct amounts received on disposals .....	0	0
8. Deduct amortization of premium and depreciation .....	0	0
9. Total foreign exchange change in book/adjusted carrying value .....	0	0
10. Deduct current year's other than temporary impairment recognized .....	0	0
11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10) .....	19,006,991	10,796,613
12. Deduct total nonadmitted amounts .....	0	0
13. Statement value at end of current period (Line 11 minus Line 12) .....	19,006,991	10,796,613

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	24,014,950	22,583,636
2. Cost of bonds and stocks acquired .....	3,462,573	9,070,809
3. Accrual of discount .....	1,715	3,411
4. Unrealized valuation increase (decrease) .....	(437,872)	(6,549,959)
5. Total gain (loss) on disposals .....	(65,350)	(21,994)
6. Deduct consideration for bonds and stocks disposed of .....	698,779	1,068,953
7. Deduct amortization of premium .....	2,048	2,000
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	26,275,189	24,014,950
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11) .....	26,275,189	24,014,950



**SCHEDULE D - PART 1B**  
**Showing the Acquisitions, Dispositions and Non-Trading Activity**  
**During the Current Quarter for all Bonds and Preferred Stock by Rating Class**

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a) .....	102,453,670	22,121,042	27,202,011	(429)	102,453,670	97,372,272	0	117,741,886
2. Class 2 (a) .....	0	0	0	0	0	0	0	0
3. Class 3 (a) .....	0	0	0	0	0	0	0	0
4. Class 4 (a) .....	0	0	0	0	0	0	0	0
5. Class 5 (a) .....	0	0	0	0	0	0	0	0
6. Class 6 (a) .....	0	0	0	0	0	0	0	0
7. Total Bonds .....	102,453,670	22,121,042	27,202,011	(429)	102,453,670	97,372,272	0	117,741,886
<b>PREFERRED STOCK</b>								
8. Class 1 .....	0	0	0	0	0	0	0	0
9. Class 2 .....	0	0	0	0	0	0	0	0
10. Class 3 .....	0	0	0	0	0	0	0	0
11. Class 4 .....	0	0	0	0	0	0	0	0
12. Class 5 .....	0	0	0	0	0	0	0	0
13. Class 6 .....	0	0	0	0	0	0	0	0
14. Total Preferred Stock .....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock .....	102,453,670	22,121,042	27,202,011	(429)	102,453,670	97,372,272	0	117,741,886

Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

**SCHEDULE DA - PART 1**

**Short - Term Investments Owned End of Current Quarter**

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999. Totals .....	94,474,646	X X X	94,474,646	275,634	0

**SCHEDULE DA - Verification**

**Short-Term Investments**

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....	114,700,174	111,858,579
2.	Cost of short-term investments acquired .....	26,857,089	66,226,871
3.	Accrual of discount .....	0	0
4.	Unrealized valuation increase (decrease) .....	0	0
5.	Total gain (loss) on disposals .....	0	0
6.	Deduct consideration received on disposals .....	47,082,617	63,385,276
7.	Deduct amortization of premium .....	0	0
8.	Total foreign exchange change in book/adjusted carrying value .....	0	0
9.	Deduct current year's other than temporary impairment recognized ...	0	0
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	94,474,646	114,700,174
11.	Deduct total nonadmitted amounts .....	0	0
12.	Statement value at end of current period (Line 10 minus Line 11) .....	94,474,646	114,700,174

**SI04      Schedule DB Part F Section 1 ..... NONE**

**SI05      Schedule DB Part F Section 2 ..... NONE**

**SI06      Schedule E - Verification (Cash Equivalents) ..... NONE**



**SCHEDULE B - PART 2**  
**Showing All Mortgage Loans ACQUIRED During the Current Quarter**

1  Loan Number	Location		4  Loan Type	5  Date Acquired	6  Rate of Interest	7  Actual Cost at Time of Acquisition	8  Additional Investment Made After Acquisition	9  Value of Land and Buildings
	2  City	3  State						
N O N E								
3399999 Total Mortgages (sum of Lines 0899999, 1699999, 2499999 and 3299999)						0	0	0

**SCHEDULE B - PART 3**  
**Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter**

1  Loan Number	Location		4  Loan Type	5  Date Acquired	6  Disposal Date	7  Book Value/Recorded Investment Excluding Accrued Interest Prior Year	Change in Book Value/Recorded Investment						14  Book Value/Recorded Investment Excluding Accrued Interest on Disposal	15  Consider- ation	16  Foreign Exchange Gain (Loss) on Disposal	17  Realized Gain (Loss) on Disposal	18  Total Gain (Loss) on Disposal
	2  City	3  State					8  Unrealized Valuation Increase (Decrease)	9  Current Year's (Amortization)/ Accretion	10  Current Year's Other Than Temporary Impairment Recognized	11  Capitalized Deferred Interest and Other	12  Total Change in Book Value (8+9-10+11)	13  Total Foreign Exchange Change in Book Value					
						N O N E											
0599999 Totals						0	0	0	0	0	0	0	0	0	0	0	0

QE02



**SCHEDULE D - PART 3**

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>									
428236AU7 .....	Hewlett-Packard Co .....		04/16/2009 ....	CITIZEN BANK LONG TERM .....	X X X ....	208,096 .....	200,000.00 .....	1,299 .....	1 .....
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) .....					X X X ....	208,096 .....	200,000.00 .....	1,299 .....	X X X ....
8399997 Subtotal - Bonds - Part 3 .....					X X X ....	208,096 .....	200,000.00 .....	1,299 .....	X X X ....
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly) .....					X X X ....	X X X ....	X X X ....	X X X ....	X X X ....
8399999 Subtotal - Bonds .....					X X X ....	208,096 .....	200,000.00 .....	1,299 .....	X X X ....
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly) .....					X X X ....	X X X ....	X X X ....	X X X ....	X X X ....
<b>Common Stock - Mutual Funds</b>									
4812C0381 .....	JPMORGAN CORE BOND FUND .....		06/24/2009 ....	JP MORGAN MANAGEMENT FUND .....	4,248.160 .....	45,844 .....	X X X .....	0 .....	L .....
4812C1553 .....	JPMORGAN EQUITY INDEX FUND .....		04/01/2009 ....	JP MORGAN MANAGEMENT FUND .....	518.480 .....	9,405 .....	X X X .....	0 .....	L .....
922040100 .....	VANGUARD INSTL INDEX FD .....		04/15/2009 ....	CITIZEN BANK LONG TERM .....	2,596.730 .....	200,000 .....	X X X .....	0 .....	L .....
9299999 Subtotal - Common Stock - Mutual Funds .....					X X X ....	255,249 .....	X X X ....	0 .....	X X X ....
<b>Common Stock - Money Market Mutual Funds</b>									
922906508 .....	VANGUARD MONEY MKT RESVS INC .....		06/01/2009 ....	CITIZEN BANK LONG TERM .....	85,961.690 .....	85,962 .....	X X X .....	0 .....	L .....
9399999 Subtotal - Common Stock - Money Market Mutual Funds .....					X X X ....	85,962 .....	X X X ....	0 .....	X X X ....
9799997 Subtotal - Common Stock - Part 3 .....					X X X ....	341,211 .....	X X X ....	0 .....	X X X ....
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly) .....					X X X ....	X X X ....	X X X ....	X X X ....	X X X ....
9799999 Subtotal - Common Stocks .....					X X X ....	341,211 .....	X X X ....	0 .....	X X X ....
9899999 Subtotal - Preferred and Common Stocks .....					X X X ....	341,211 .....	X X X ....	0 .....	X X X ....
9999999 Total - Bonds, Preferred and Common Stocks .....					X X X ....	549,307 .....	X X X ....	1,299 .....	X X X ....

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0.

**SCHEDULE D - PART 4**  
**Show All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of**  
**by the Company During the Current Quarter**

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
		F o r e i g n							Prior Year Book/ Adjusted Carrying Value	11	12	13	14	15							
CUSIP	Description		Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost		Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
8399998	Summary Item from Part 5 for Bonds (N/A to Quarterly)				... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...
8999998	Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)				... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...
Common Stock - Money Market Mutual Funds																					
922906508	VANGUARD MONEY MKT RESVS INC		06/02/2009	CITIZENS BANK LONG TERM	... 412,278.970	... 412,279	... X X X ...	... 412,279	... 412,279	... 0	... 0	... 0	... 0	... 0	... 412,279	... 0	... 0	... 0	... 0	... X X X	L
9399999	Subtotal - Common Stock - Money Market Mutual Funds				... X X X ...	... 412,279	... X X X ...	... 412,279	... 412,279	... 0	... 0	... 0	... 0	... 0	... 412,279	... 0	... 0	... 0	... 0	... X X X	... X X X
9799997	Subtotal - Common Stocks - Part 4				... X X X ...	... 412,279	... X X X ...	... 412,279	... 412,279	... 0	... 0	... 0	... 0	... 0	... 412,279	... 0	... 0	... 0	... 0	... X X X	... X X X
9799998	Summary Item from Part 5 for Common Stocks (N/A to Quarterly)				... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X ...	... X X X	... X X X
9799999	Subtotal - Common Stocks				... X X X ...	... 412,279	... X X X ...	... 412,279	... 412,279	... 0	... 0	... 0	... 0	... 0	... 412,279	... 0	... 0	... 0	... 0	... X X X	... X X X
9899999	Subtotal - Preferred and Common Stocks				... X X X ...	... 412,279	... X X X ...	... 412,279	... 412,279	... 0	... 0	... 0	... 0	... 0	... 412,279	... 0	... 0	... 0	... 0	... X X X	... X X X
9999999	Total - Bonds, Preferred and Common Stocks				... X X X ...	... 412,279	... X X X ...	... 412,279	... 412,279	... 0	... 0	... 0	... 0	... 0	... 412,279	... 0	... 0	... 0	... 0	... X X X	... X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0.



**E06      Schedule DB Part A Section 1 ..... NONE**

**E06      Schedule DB Part B Section 1 ..... NONE**

**E07      Schedule DB Part C Section 1 ..... NONE**

**E07      Schedule DB Part D Section 1 ..... NONE**

**SCHEDULE E - PART 1 - CASH**

**Month End Depository Balances**

1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	*
							First Month	Second Month	Third Month	
open depositories										
JP Morgan Chase Bank .....	Baton Rouge, LA .....			0.000	0	0	9,369,908	16,277	3,011,471	X X X
JP Morgan Chase Bank .....	Baton Rouge, LA .....			0.000	0	0	(820,878)	(539,699)	(97,003)	X X X
JP Morgan Chase Bank .....	Baton Rouge, LA .....			0.000	0	0	(7,448,274)	(9,220,565)	(659,945)	X X X
Citizens Bank .....	Flint, MI .....			0.500	665	0	3,142,647	9,907,719	5,706,913	X X X
Citizens Bank .....	Flint, MI .....			0.000	0	0	0	0	(628,887)	X X X
Citizens Bank .....	Flint, MI .....			0.000	0	0	0	0	(5,347,837)	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories			X X X	X X X	0	0	0	0	0	X X X
0199999 Totals - Open Depositories .....			X X X	X X X	665	0	4,243,403	163,732	1,984,712	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories .....			X X X	X X X	0	0	0	0	0	X X X
0299999 Totals - Suspended Depositories .....			X X X	X X X	0	0	0	0	0	X X X
0399999 Total Cash On Deposit .....			X X X	X X X	665	0	4,243,403	163,732	1,984,712	X X X
0499999 Cash in Company's Office .....			X X X	X X X	X X X	X X X	593	593	593	X X X
0599999 Total Cash .....			X X X	X X X	665	0	4,243,996	164,325	1,985,305	X X X

**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
<div>NONE</div>							
8699999 Total - Cash Equivalents .....					0	0	0



**MEDICARE PART D COVERAGE SUPPLEMENT**  
**Net of Reinsurance**  
**For the Quarter Ended June 30, 2009**

NAIC Group Code: 3409

NAIC Company Code: 95580

		Individual Coverage		Group Coverage		5 Total Cash
		1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1.	Premiums Collected .....	0	X X X	0	X X X	0
2.	Earned Premiums .....	0	X X X	0	X X X	X X X
3.	Claims Paid .....	0	X X X	0	X X X	0
4.	Claims Incurred .....	0	X X X	0	X X X	X X X
5.	Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a) .....	X X X	0	X X X	0	0
6.	Aggregate Policy Reserves - change .....	0	X X X	0	X X X	X X X
7.	Expenses Paid .....	0	X X X	0	X X X	0
8.	Expenses Incurred .....	0	X X X	0	X X X	X X X
9.	Underwriting Gain or Loss .....	0	X X X	0	X X X	X X X
10.	Cash Flow Results .....	X X X	X X X	X X X	X X X	0

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$.0 due from CMS or \$.0 due to CMS

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